

ULTIMATE SPIDER-MAN®

ISSUE
126



**BENDIS
IMMONEN
von GRAWBADGER
PONSOR**

©2012 Marvel Characters, Inc. All rights reserved.

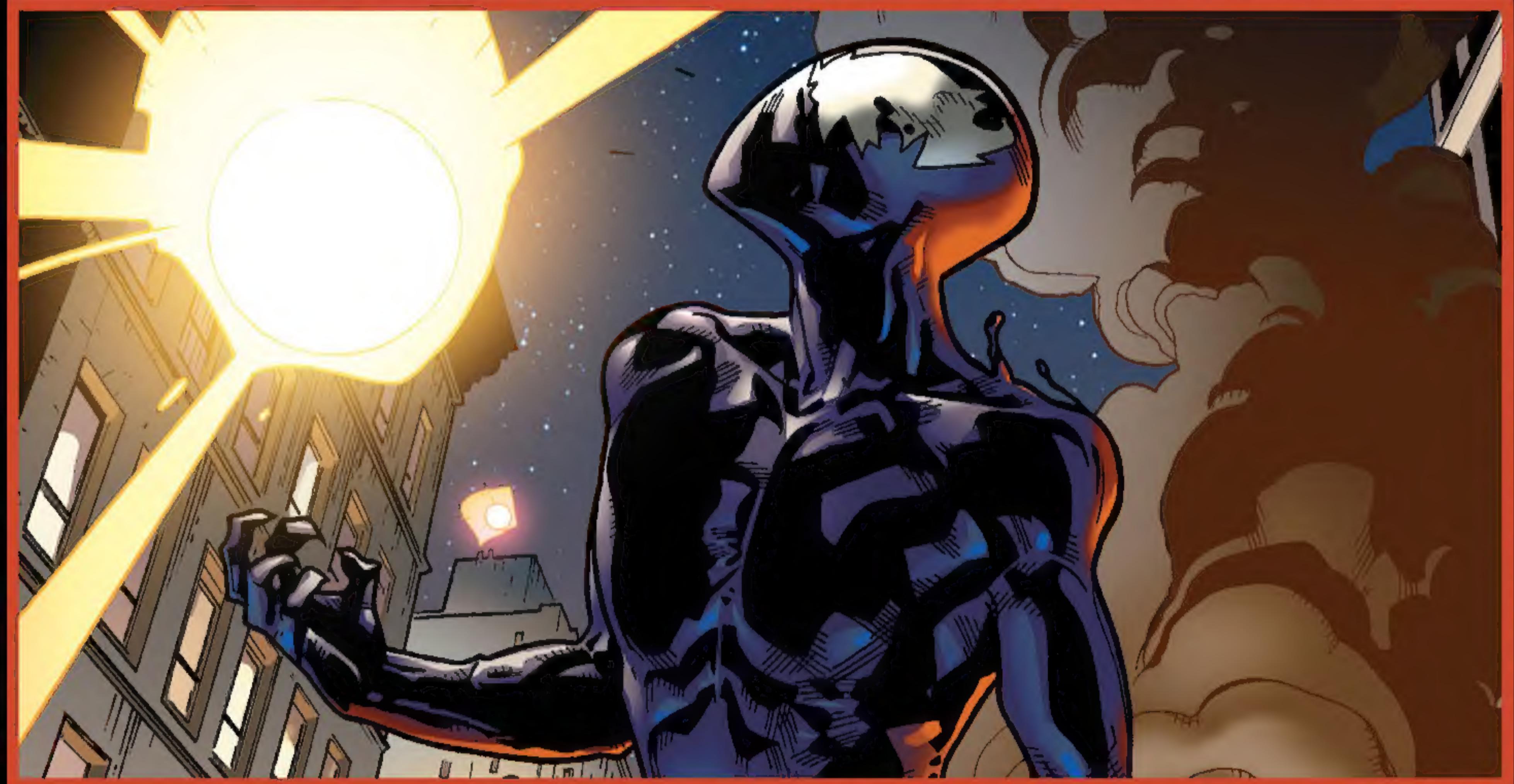
WWW.MARVEL.COM

The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!



PREVIOUSLY IN ULTIMATE SPIDER-MAN...



Months ago, Peter barely escaped a grueling, dramatic and violent encounter with a childhood friend, Eddie Brock, who turned himself into the monstrosity known as Venom. Venom's history is Peter and Eddie's own, as their fathers accidentally invented it while looking for a biological cure for cancer.

One month ago, Eddie reappeared as a walking shell of a man, controlled by this insatiable monster, and consumed with an inexplicable attachment to Peter Parker. After being captured by Silver Sable during a battle with Spider-Man, Venom was imprisoned by Trask Industries. Bolivar Trask, an old associate of Eddie and Peter's fathers, sought to split the suit from Eddie, but the arrival of the mysterious Beetle cut these plans short.

Spider-Man, hot on the heels of both Venom and Beetle, intercepted their fight. Somehow, as he tried to subdue Venom, the symbiote transferred from Eddie.

Peter Parker is now Venom.

Note: This story takes place before Ultimates 3.

Brian Michael
Bendis
WRITER

Stuart
Immonen
PENCILER

Wade von
Grawbadger
INKER

Justin
Ponsor
COLORIST

VC's Cory
Petit
LETTERER

Paul
Acerios
PRODUCTION

Lauren
Sankovitch
G Lauren
Henry
ASSISTANT EDITORS

Ralph
Macchio
EDITOR

Joe
Quesada
EDITOR IN CHIEF

Dan
Buckley
PUBLISHER

"For what they've done, they will have to pay the ultimate price." - Ultimatum, November 2008

One Month Ago.

Oh no!!
Oh no!!

Oh no!!

Hungry!!

Please,
God no!!

Hungry!!

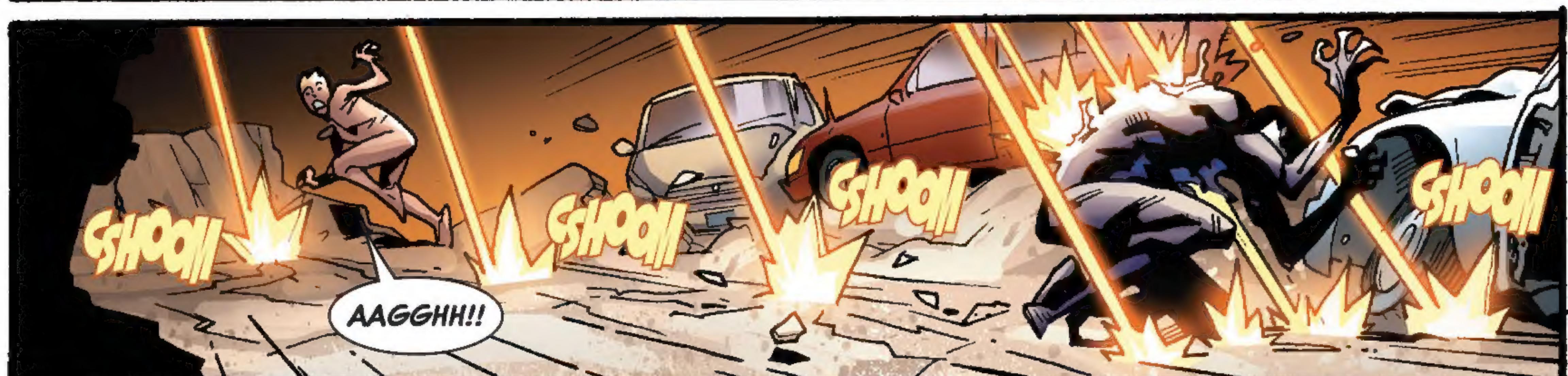
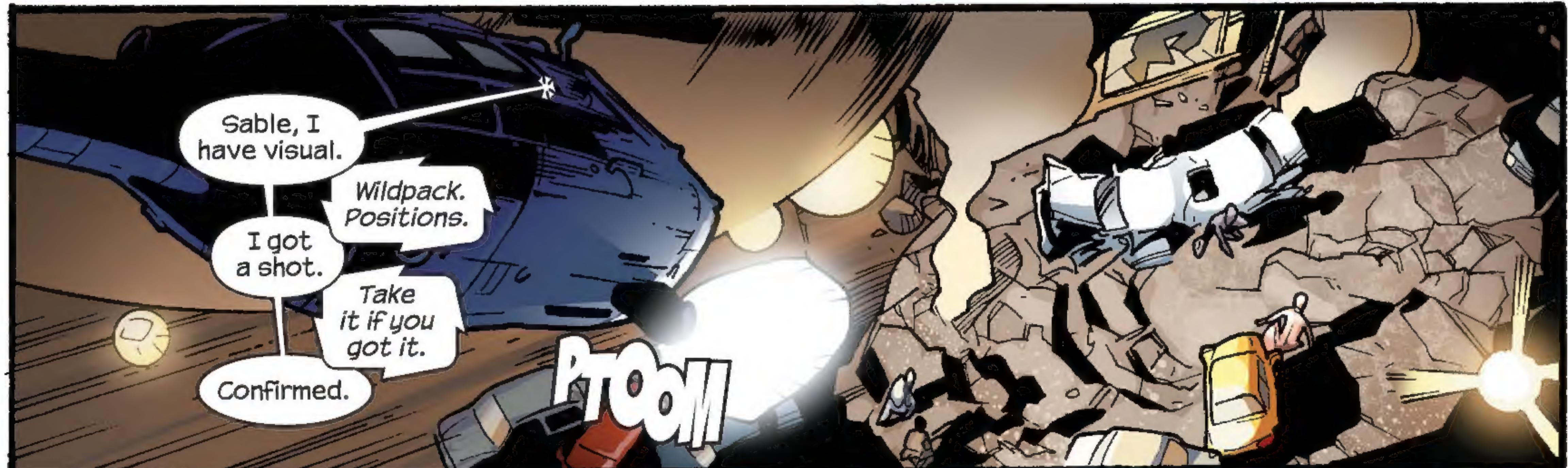
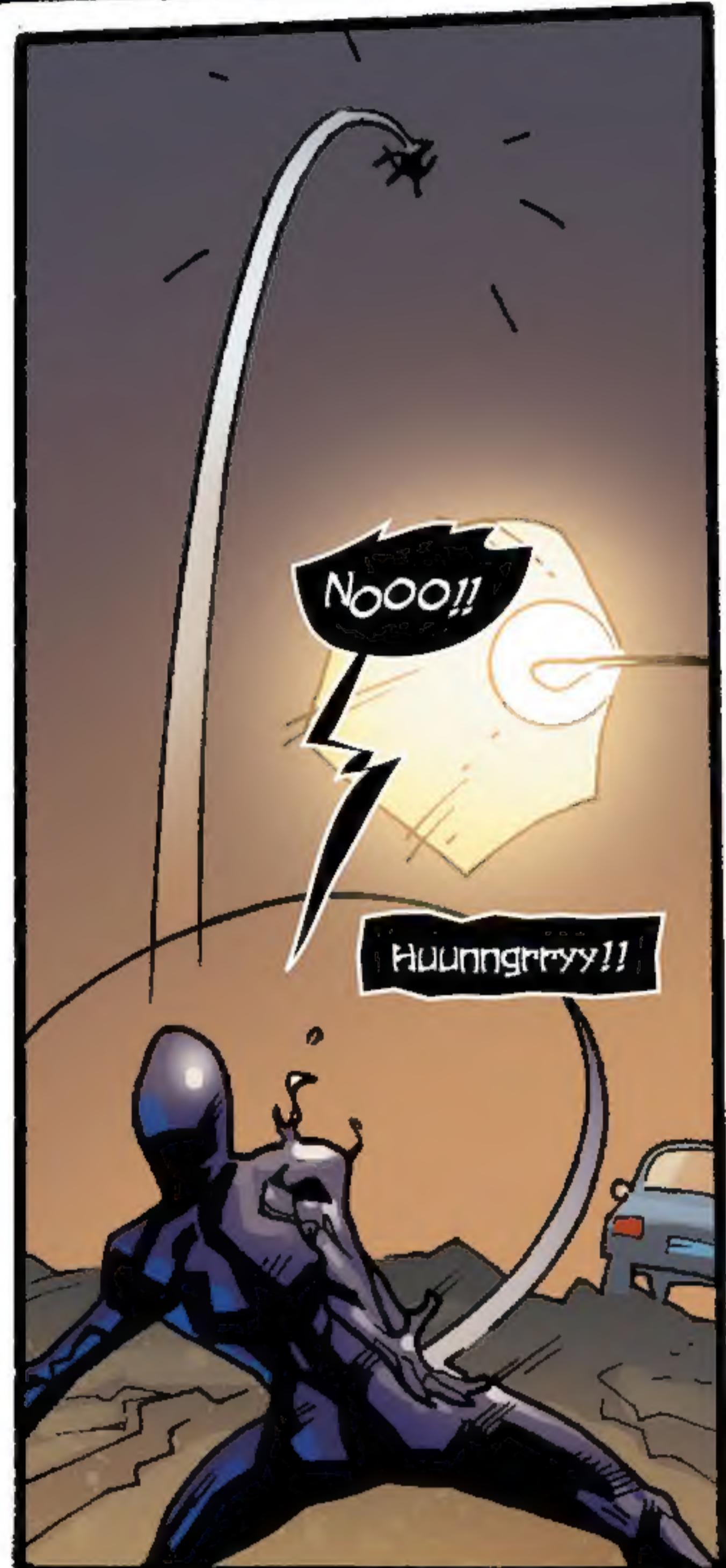
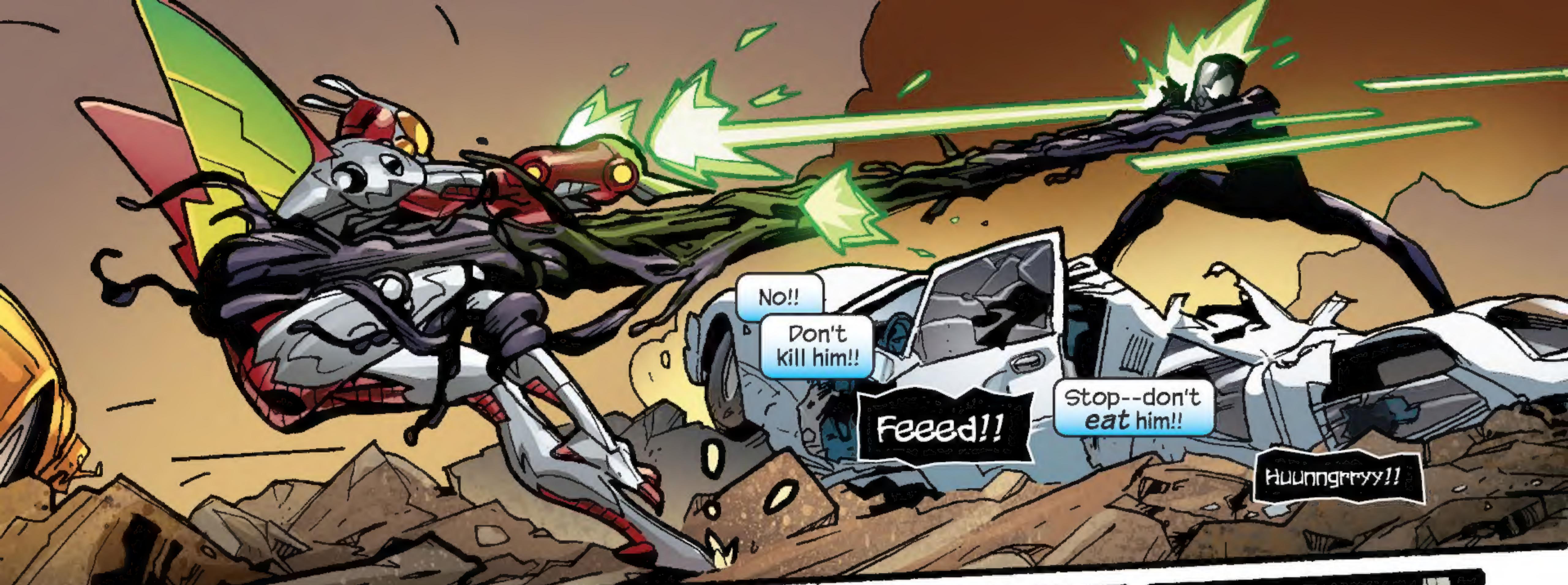
No, I'm
Peter Parker! I'm
Spider-Man.

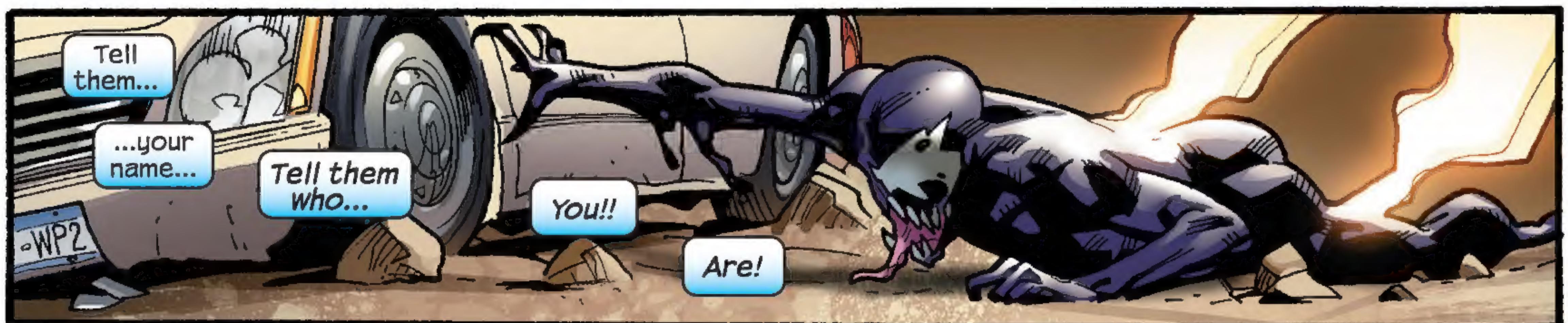
Not--
not--

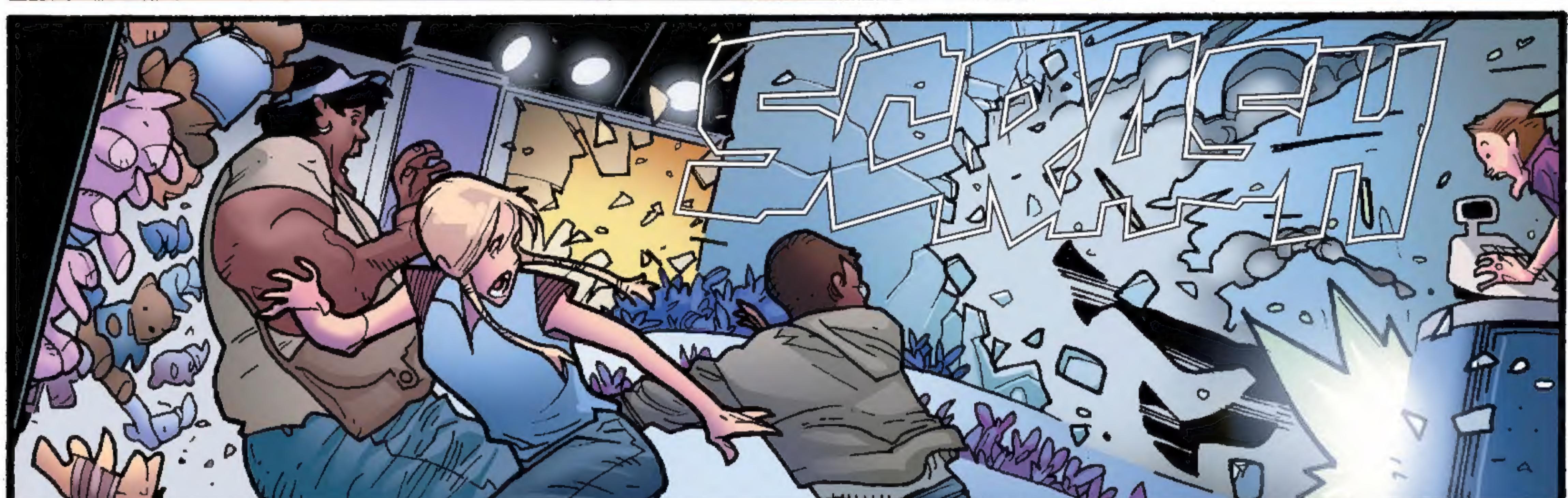
Nooooo!!!

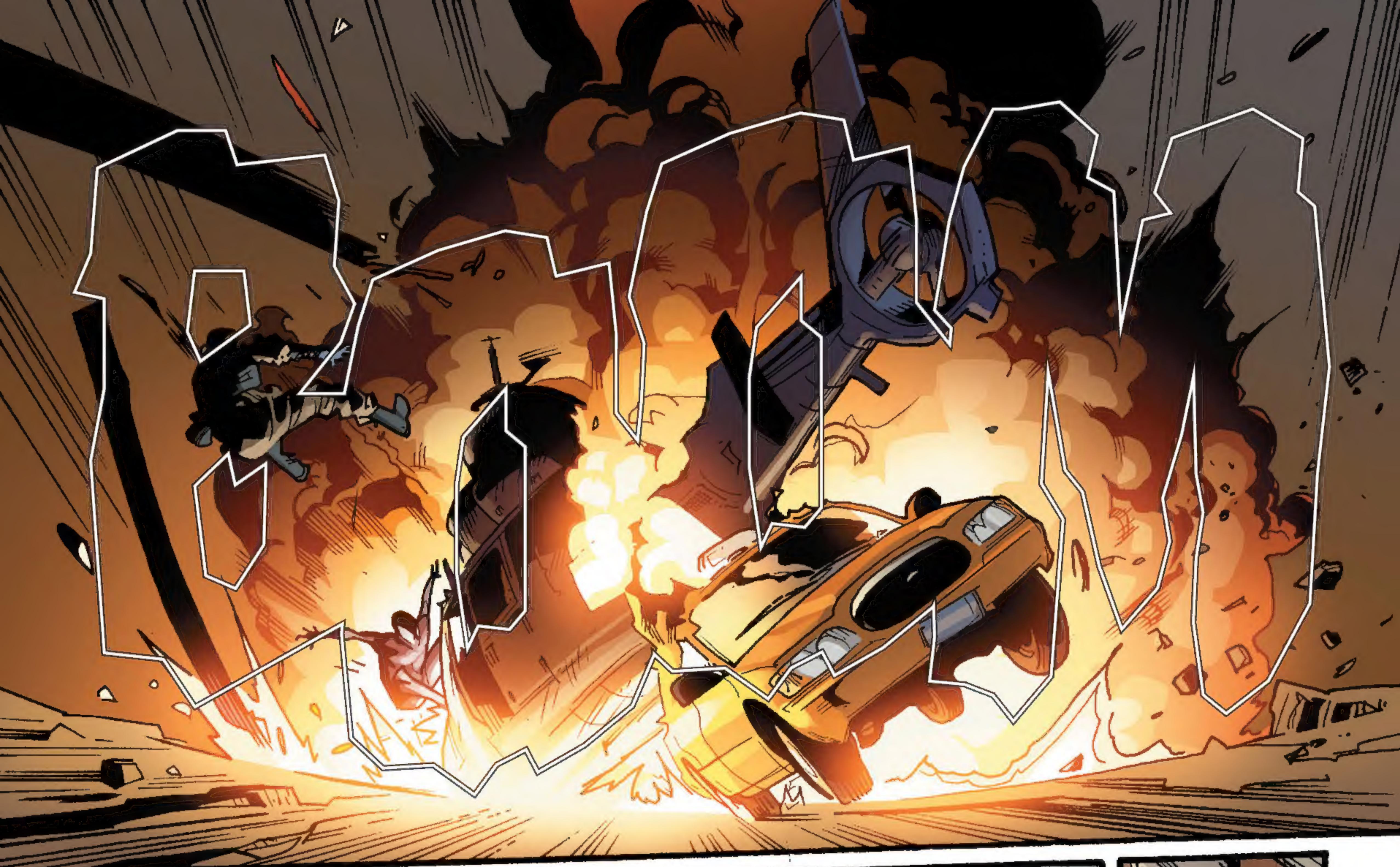
HHUUNNGRRYY!!











The big
boys are
here.

OKAY, KIDS!!
Time to earn your
paychecks!!

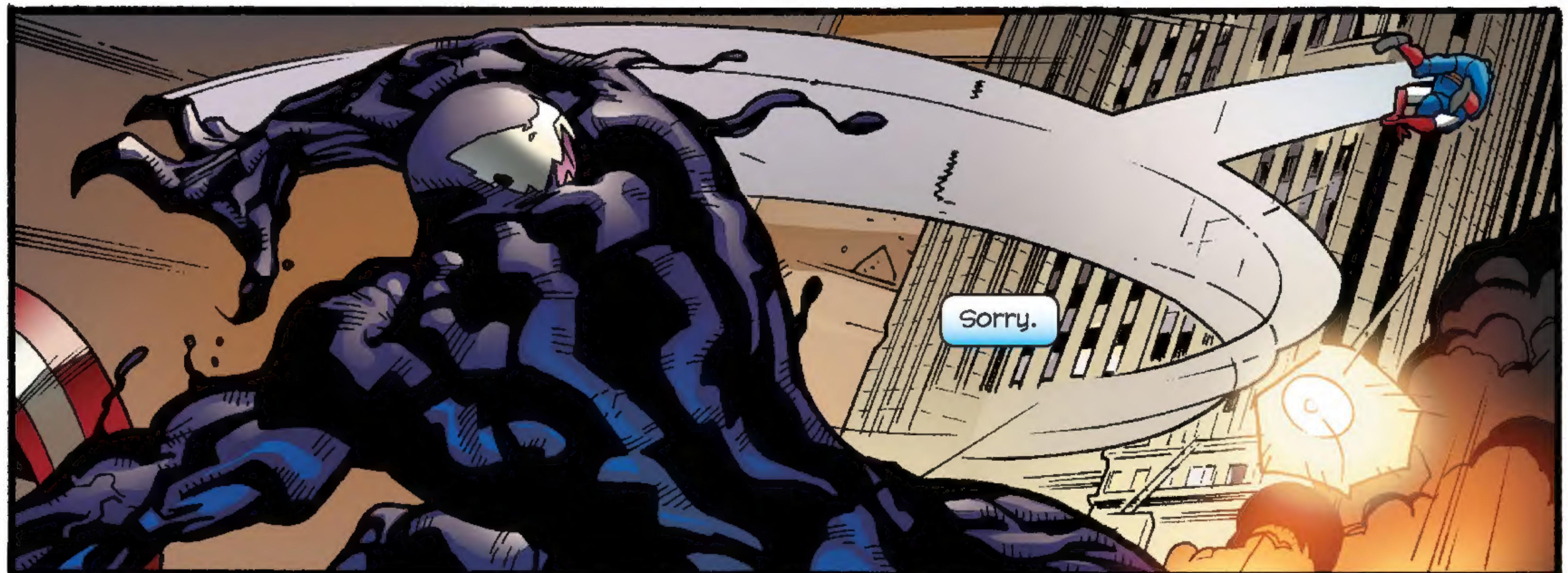
Alpha Team, hit
the ground running,
this ended two
minutes ago.

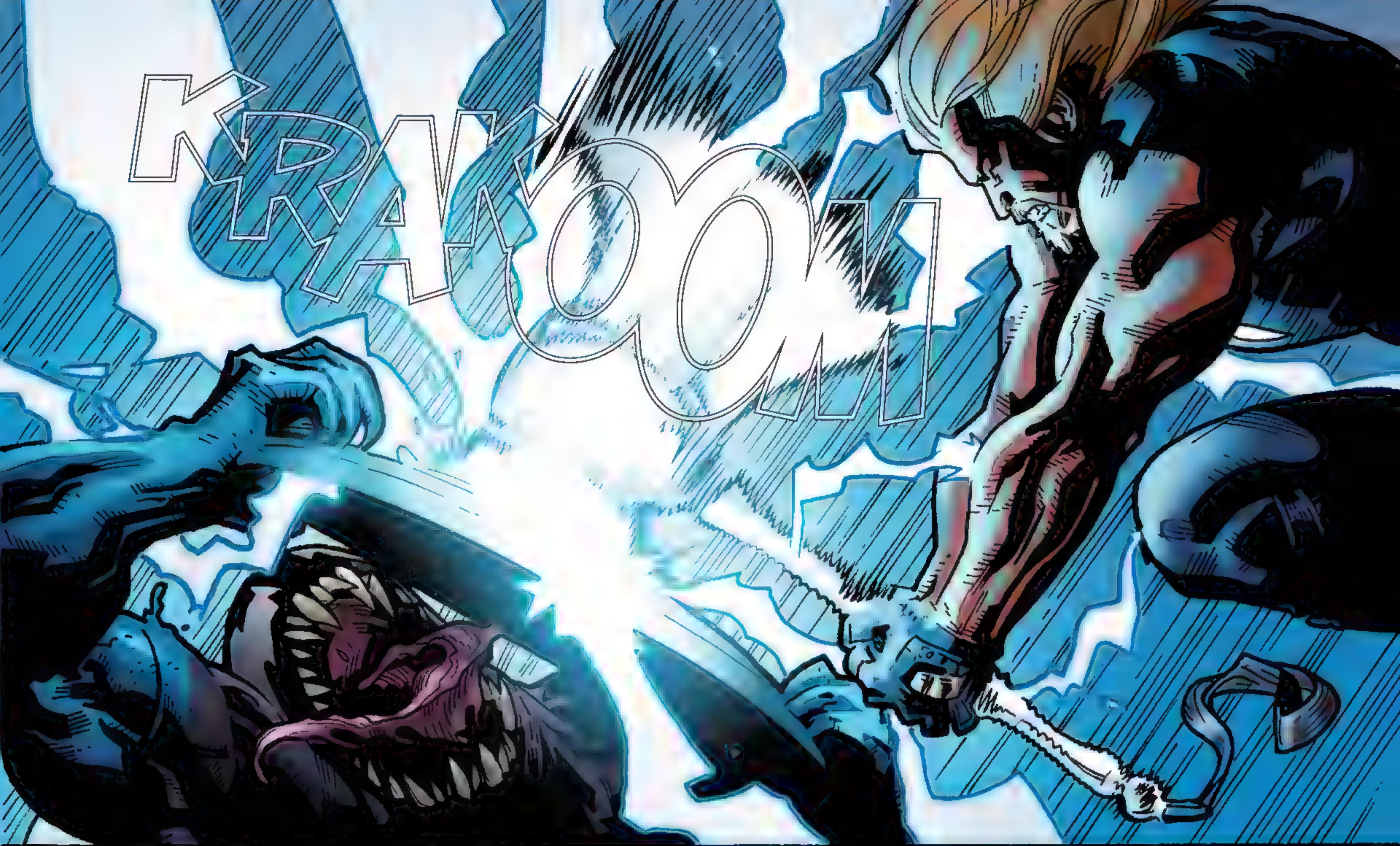
Paychecks?

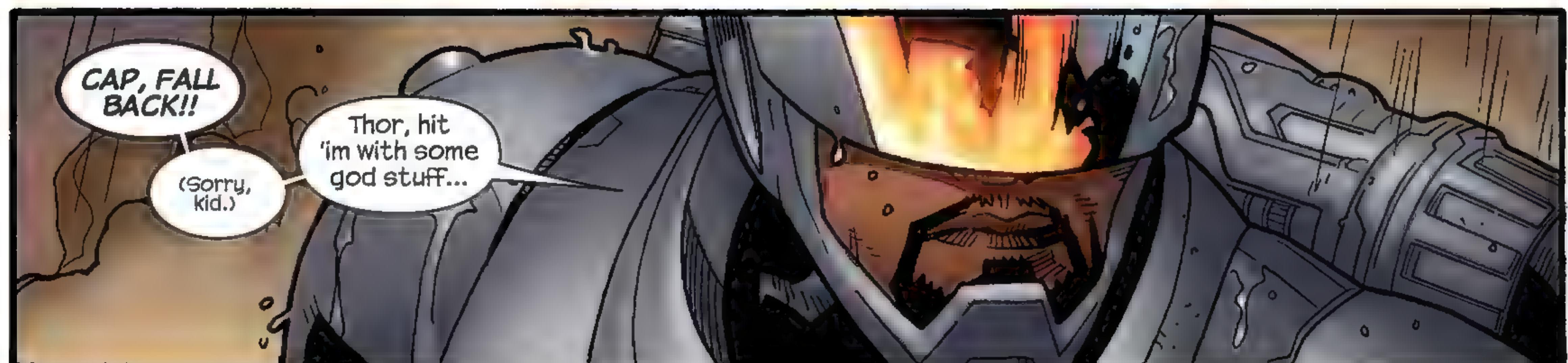
For what
we get paid, that's
hardly a motivating
little speech you
got there, Fury.

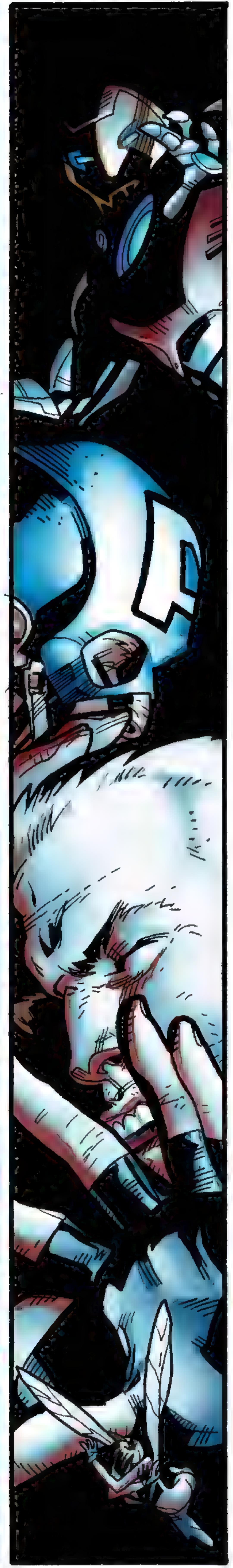
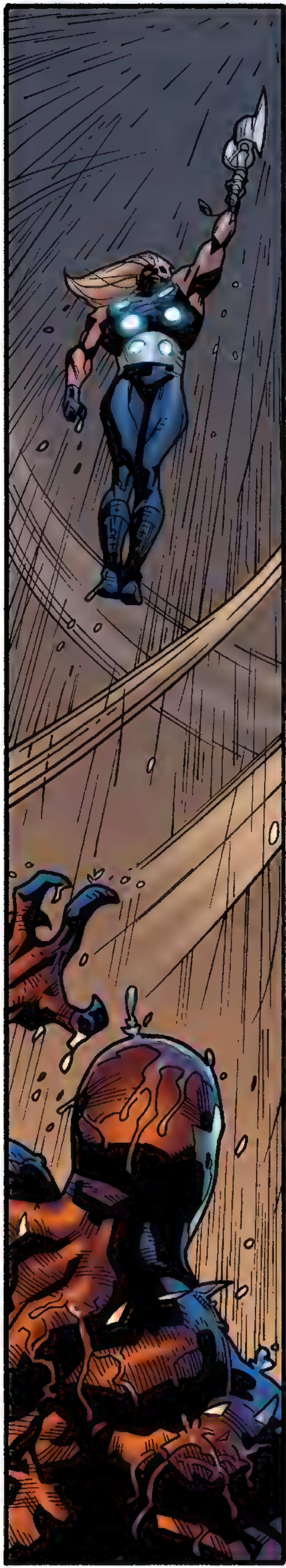


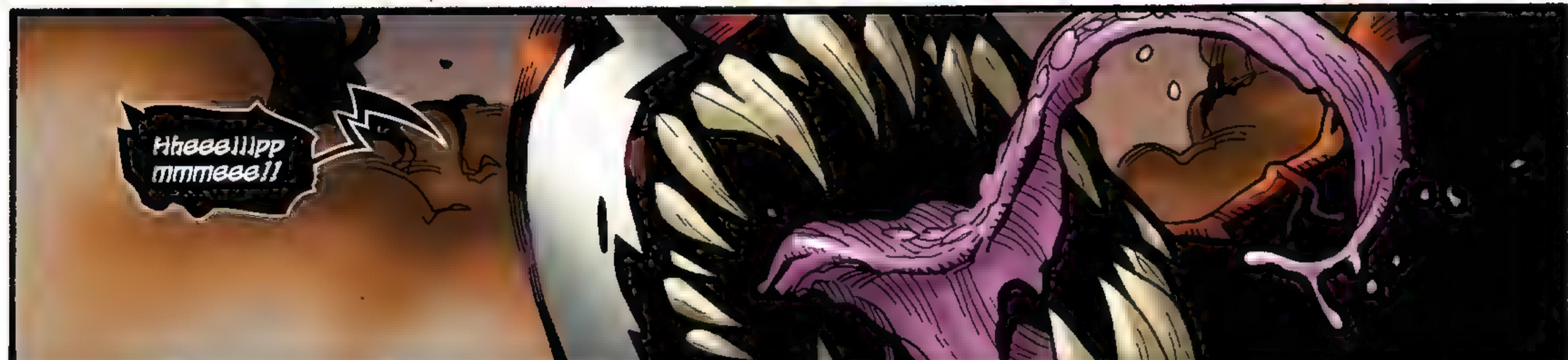


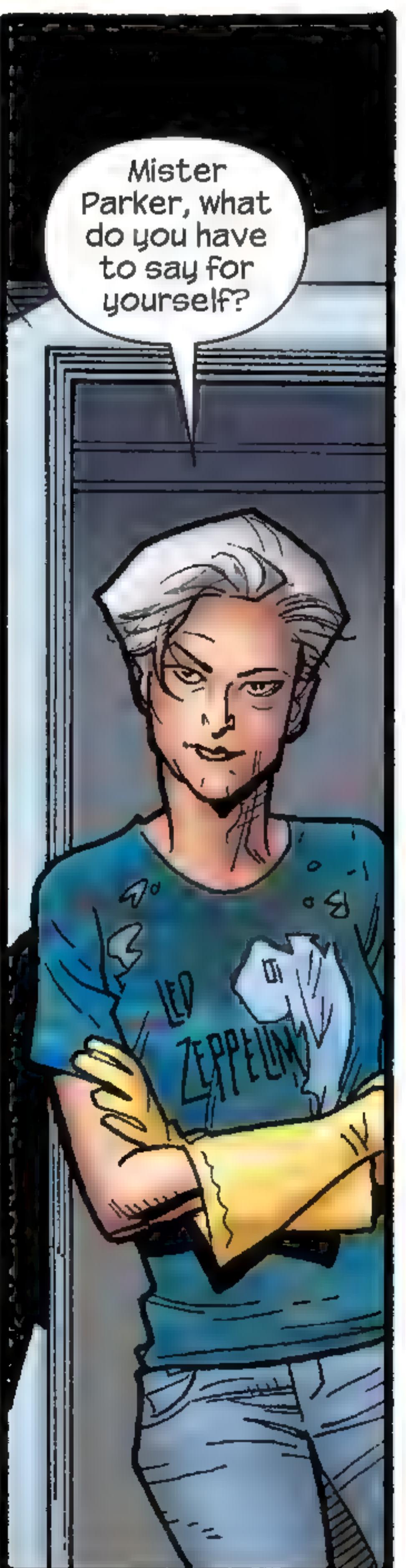
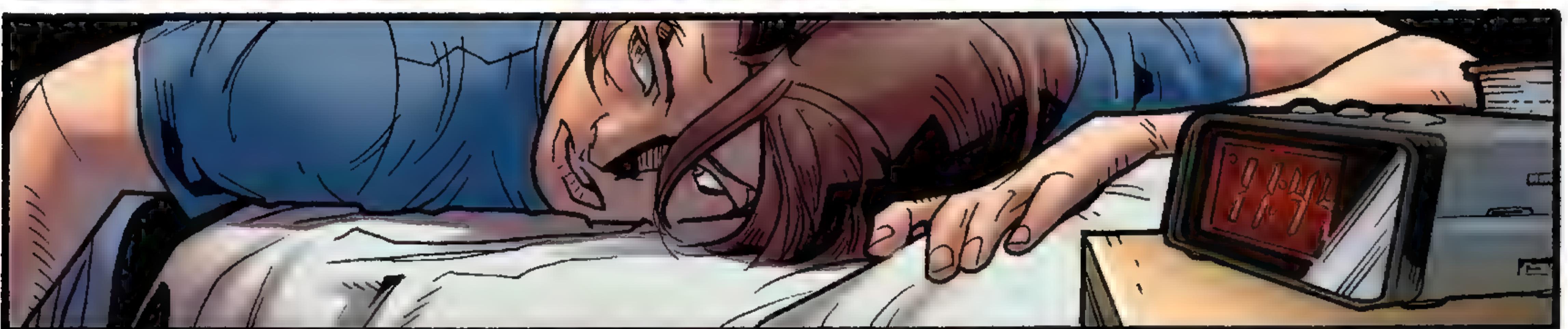


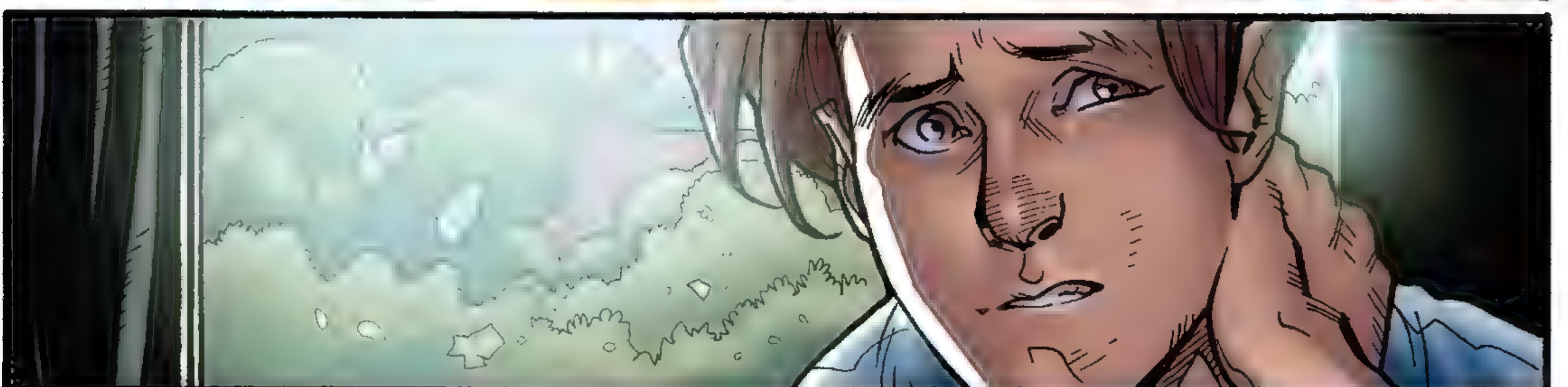
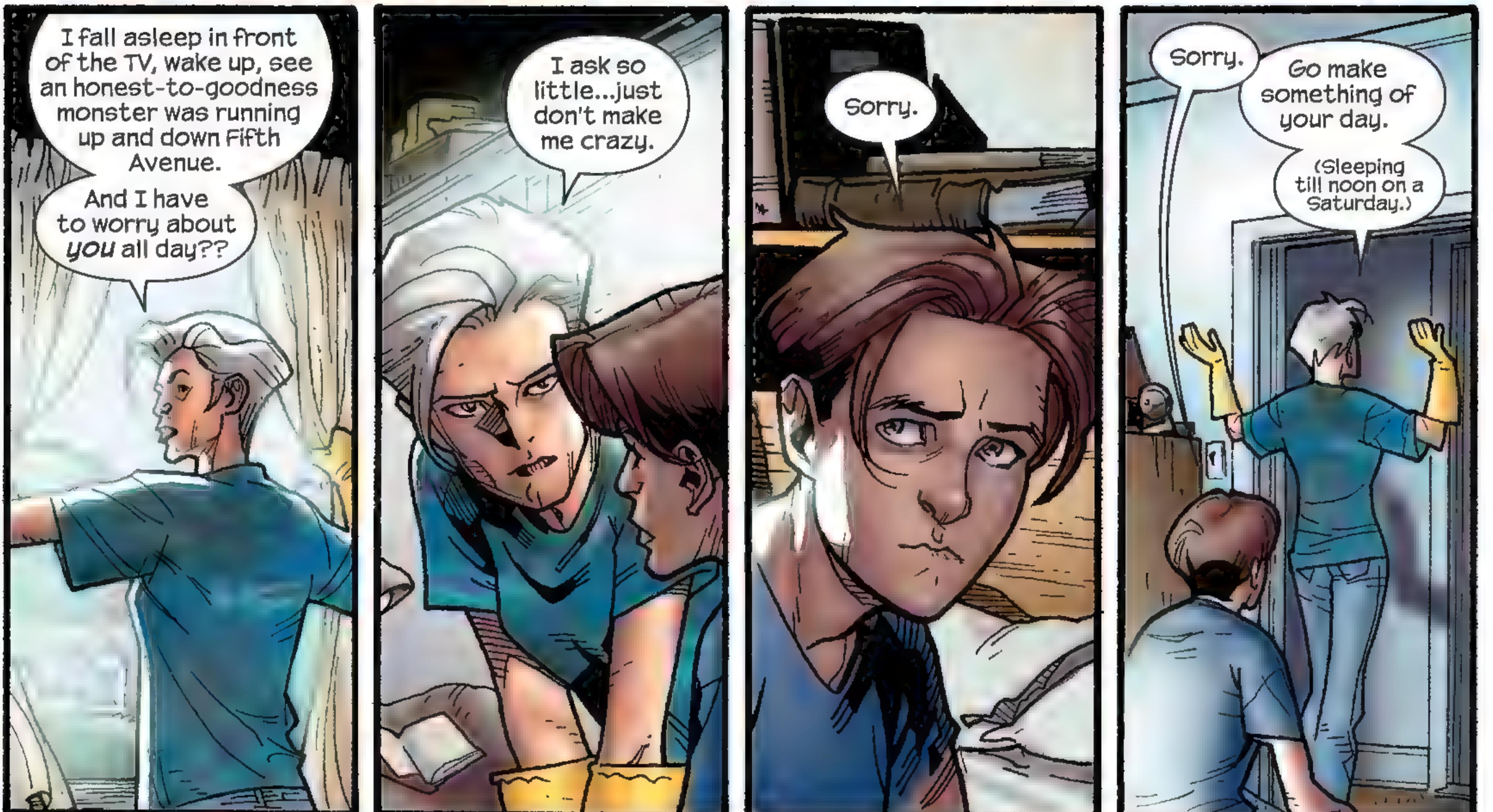
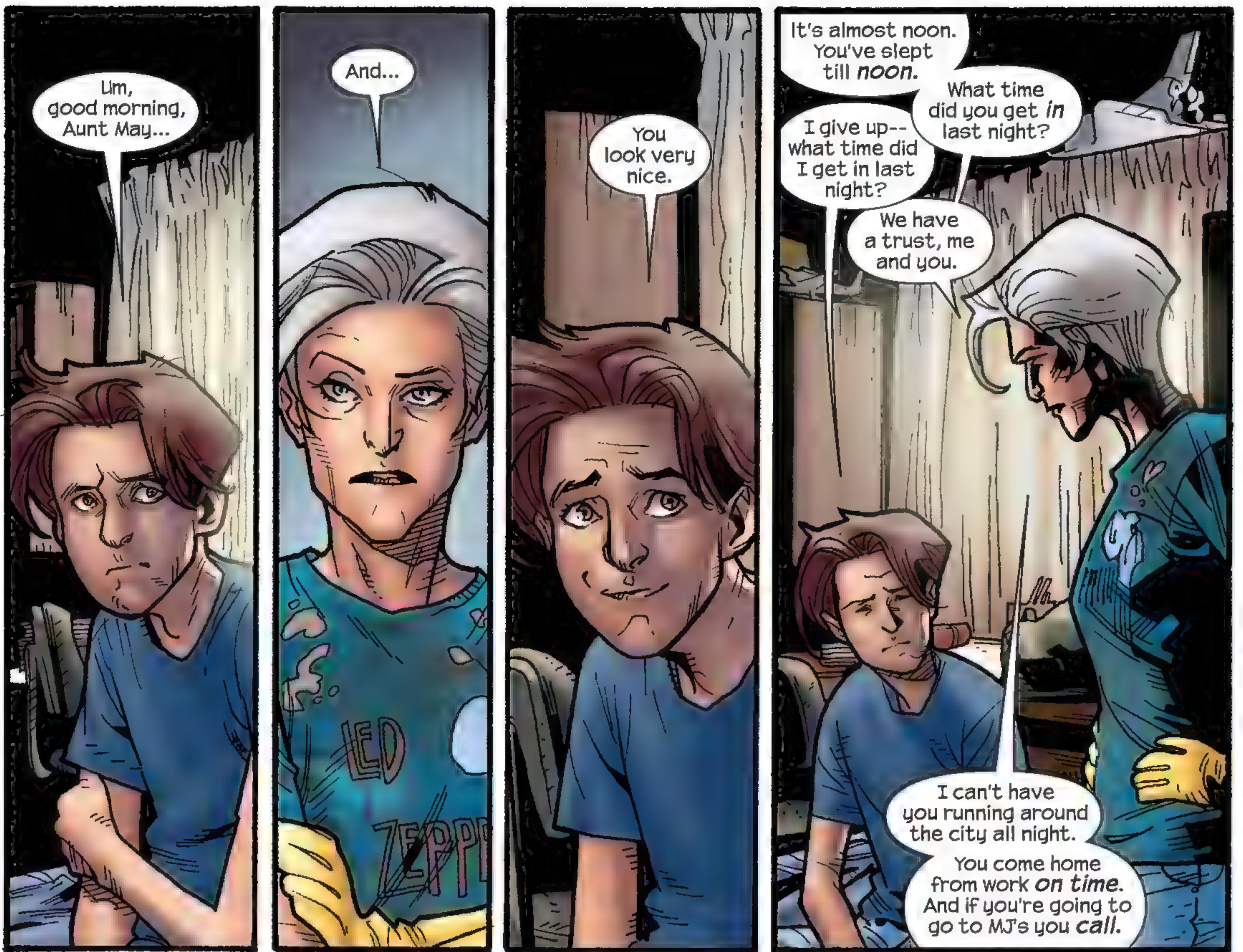


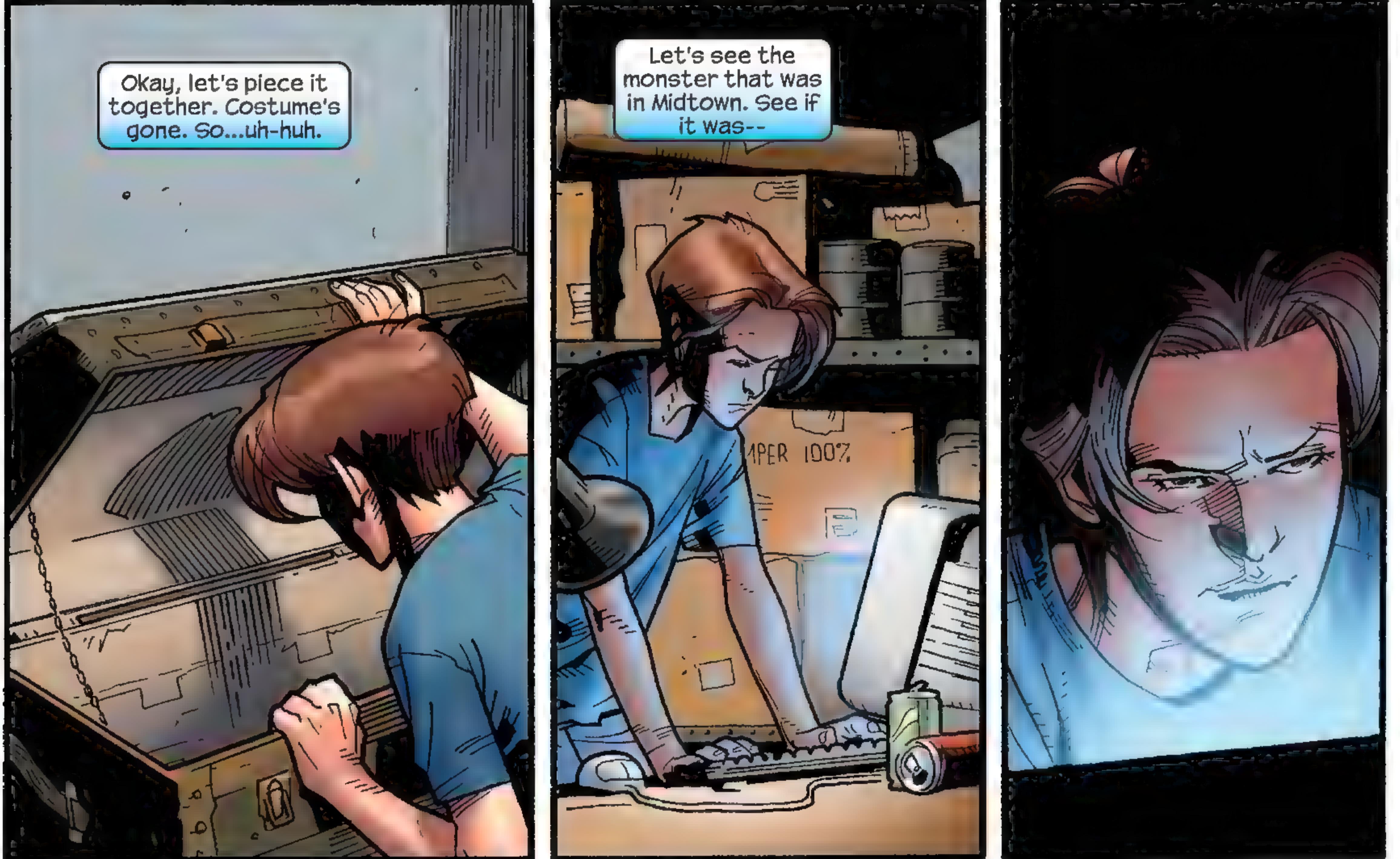












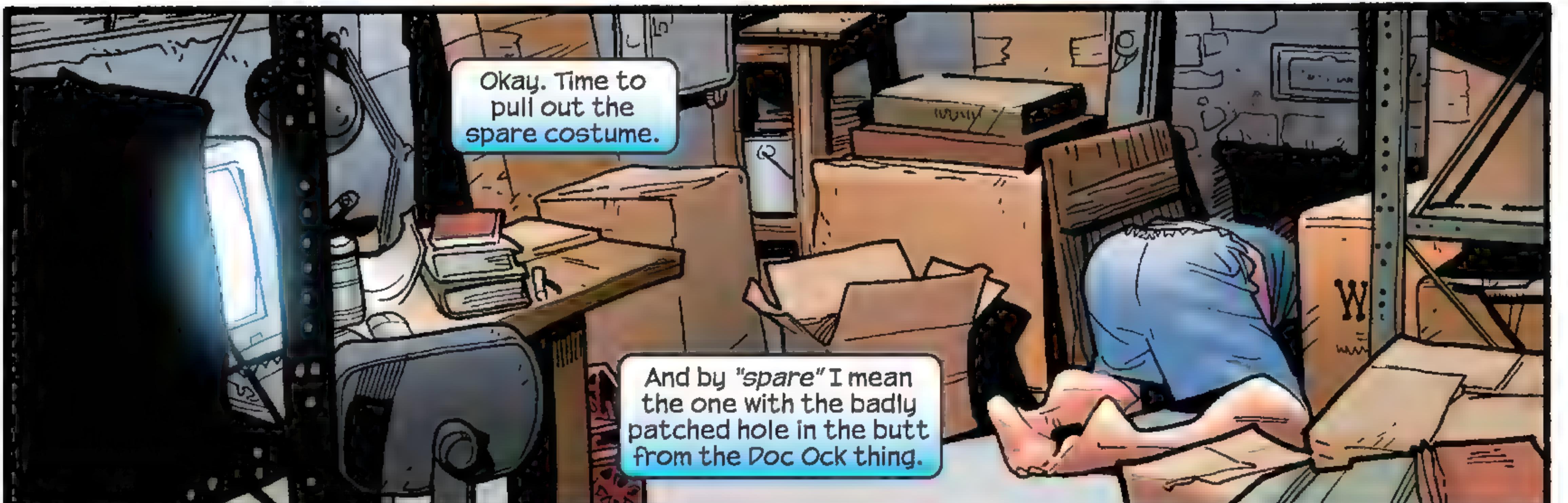
COME OVER WHEN YOU WAKE UP

From

oneeyedeagle@ultimates.gov

Subject

COME OVE



And my web-shooters are missing.

I only had one spare.

No web-shooters and a hole in my butt.

Iron Man does *not* have these problems.

No.

Note to self.

Spare costumes and more web-shooters.

Oh, and check yourself into a loony bin.

And start practicing rubbing your fingers up and down on your lips and making crazy-person noises.

The Triskelion.

How real super heroes live.

How did you know I was coming?

You have your powers, I have mine.

Are you spying on me?

Only a little. You're welcome.

Hey kid, Tony Stark, Iron Man. We've met before.

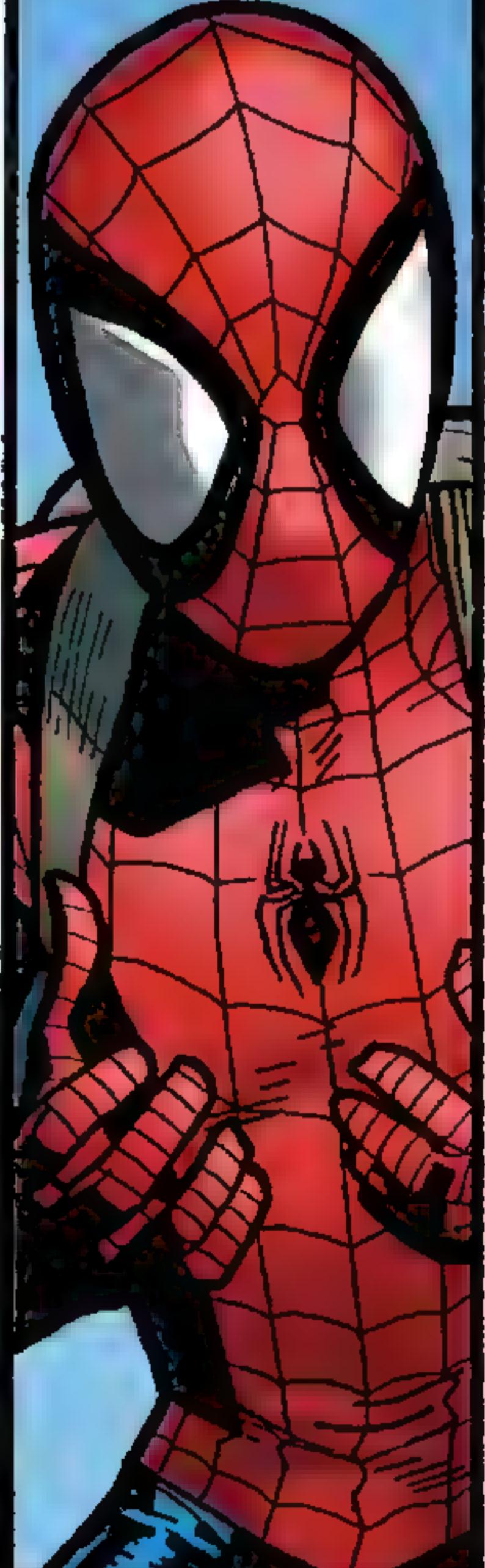
What ha--?

You getting any dizzy spells? Or--

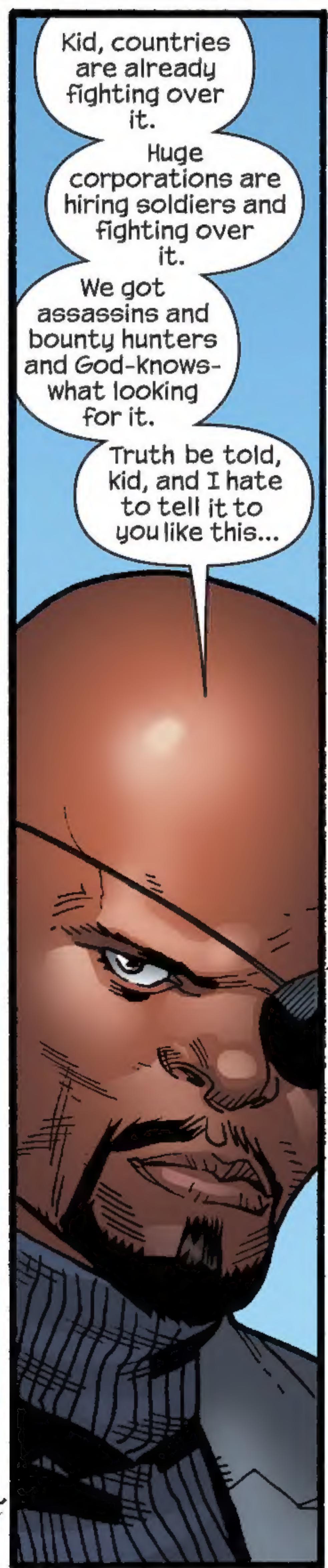
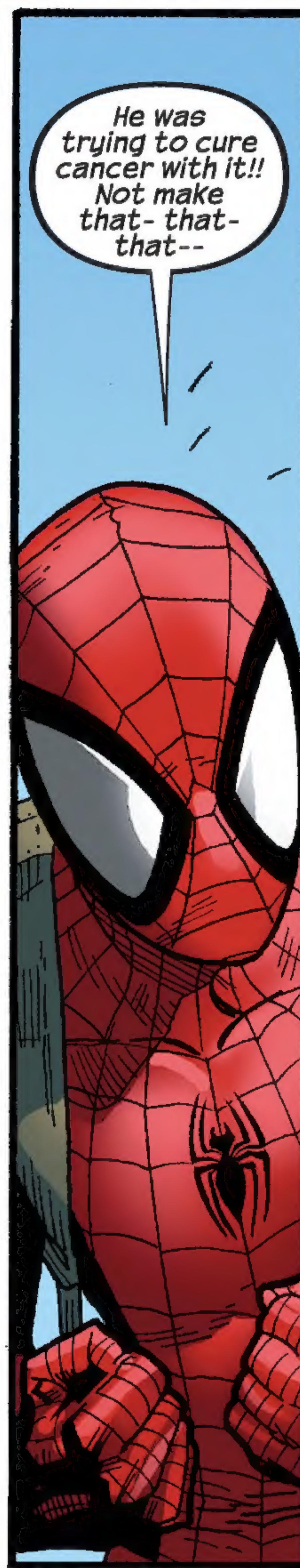
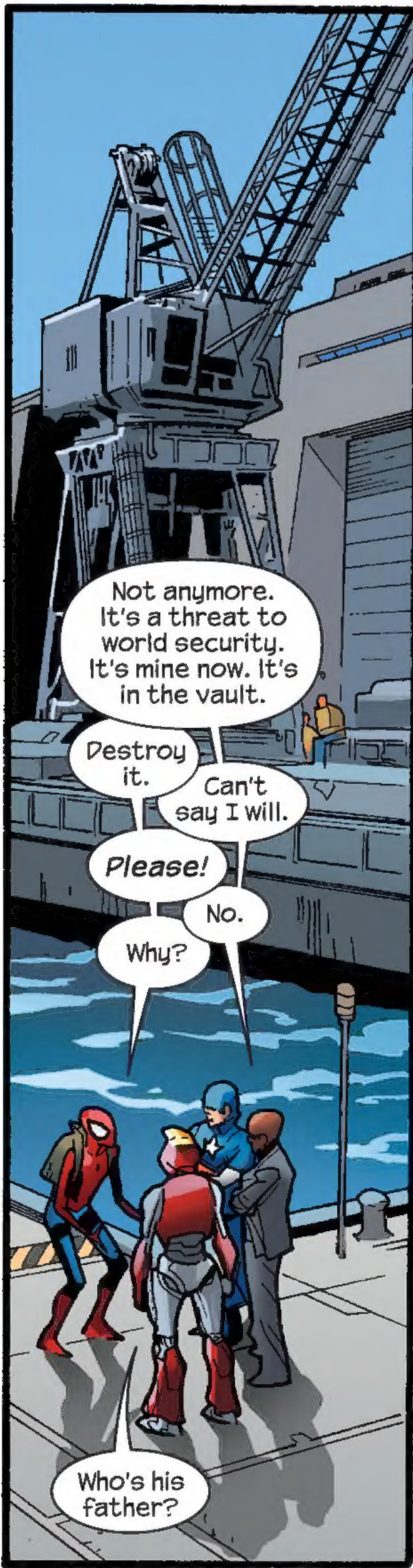
No, I'm just--

Did you ever have a parasitic experience like that before last--?

What happened??!!









...your father
may have started
the next damn
world war.

Next: Gwen Stacy...



SOD OF UTT POM